

First Union Rail Corporation

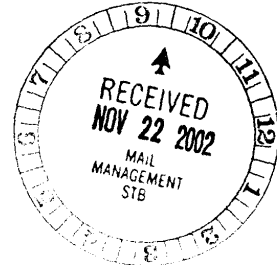
NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

VIA UPS 2nd DAY AIR



November 21, 2002

RECORDATION NO. 24196-B FILED
NOV 25 2002 9-50 AM
SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 4, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24196.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	Domino Foods Inc. for
	One O'Hare Center		American Sugar Refining
	6250 River Road, Suite 5000		8 Cripple Creek Road
	Rosemont, IL 60018		Howell, NJ 07731


A description of the railroad equipment covered by the enclosed document is twenty-six (26) 4650 cubic foot capacity covered hopper cars, with FURX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Amy Carone
Manager of Documentation

Enclosures

(DOFO003)

RECORDATION NO. 24196-B FILED

NOV 25 '02

9-50 AM

ASSGN. NO.: DOFO003

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD *hth*

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of November, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Domino Foods Inc., for The American Sugar Refining Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 6, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 12, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Vice President Sales & Marketing

Title:

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 14th day of November, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

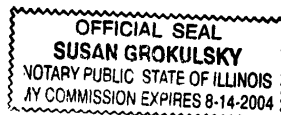
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of November, 2002.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

DOMINO FOODS INC., for
THE AMERICAN SUGAR REFINING COMPANY

By: [Signature]

Name: ROBERT S. GIAMBROU

Title: TRANSPORTATION MANAGER

ATTEST:

By: [Signature]

Name: MARITA SANTANA

Title: AD

Executed on this 28 day of OCT, 2002.

[CORPORATE SEAL]

STATE OF New Jersey

COUNTY OF Mercer

I, Kathlene E. Holmes, a Notary Public of the County and State aforesaid,
certify that Robert S. Giambrou personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28 day of October, 2002

Kathlene E. Holmes
Notary Public

Commission Expires:

6/26/03

(Notary Public)

KATHLENE HOLMES
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires June 26, 2003

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-six (26)

DESCRIPTION OF CARS: 4650 cubic foot capacity covered hopper cars with gravity pneumatics, food grade lining, hatch in a hatch configuration with 16" round openings and loading capacity of 268,000 lbs., ACF built.

CAR NUMBERS: See below:

FURX 816171
FURX 816173
FURX 816175
FURX 816176
FURX 816177
FURX 816178
FURX 816181
FURX 816182
FURX 816186
FURX 816190
FURX 816206
FURX 816209
FURX 816211
FURX 816213
FURX 816217
FURX 816218
FURX 816220
FURX 816222
FURX 816225
FURX 816227
FURX 816228
FURX 816229
FURX 816236
FURX 816237
FURX 816242
FURX 816396
Count: 26